

EXHIBIT HH

1 UNITED STATES DISTRICT COURT

2 SOUTHERN DISTRICT OF NEW YORK

3
4 SECURITIES AND EXCHANGE COMMISSION,)

5 Plaintiff,)

6 v.) Case No.

7 BARRY C. HONIG, ROBERT LADD, ELLIOT) 18 Civ. 8175 (ER)

8 MAZA, BRIAN KELLER, JOHN H. FORD,)

9 GRQ CONSULTANTS, INC., AND HS)

10 CONTRARIAN INVESTMENTS, LLC,)

11 Defendants.)

12 _____)

13
14 VOLUME 1

15 VIDEOTAPED DEPOSITION OF JAY KAPLOWITZ

16 VIA VIDEOCONFERENCE

17 Tuesday, June 14, 2022

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23
24 Diversified Reporting Services, Inc.

25 (202) 467-9200

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4 SECURITIES AND EXCHANGE COMMISSION,)

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10 CONTRARIAN INVESTMENTS, LLC,)

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14

15 Videotaped deposition of Jay Kaplowitz,
16 taken on behalf of the Plaintiff, all parties appearing
17 remotely via Webex, beginning at 10:12 a.m. EST and
18 ending at 2:49 p.m. EST, on Tuesday, June 14, 2022.
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24 Diversified Reporting Services, Inc.

25 (202) 467-9200

1 APPEARANCES:

2
3 On behalf of the Securities and Exchange Commission:

4 JACK KAUFMAN, ESQ.

5 NANCY BROWN, ESQ.

6 Securities and Exchange Commission

7 100 Pearl Street, Suite 20-100

8 New York, NY 10004

9
10 On behalf of the Witness:

11 SAMEER RASTOGI, ESQ.

12 Sichenzia Ross Ference

13 1185 Avenue of the Americas, 31st Floor

14 New York, NY 10036

15 (212) 930-9700

16
17 ADAM FORD, ESQ.

18 ANJULA PRASAD, ESQ.

19 Ford O'Brien Landy LLP

20 275 Madison, Floor 24

21 New York, NY 10016

22 (212) 858-0040

23
24 Also Present:

25 Robert Ladd

1 respect to drafting or filing or in any way with this
2 Form 10-Q, Holmes Exhibit 27?

3 A I don't recall.

4 Q Let me direct your attention to page 9 of 29
5 of this document.

6 A 29 of this --

7 Q Let me know when you're there.

8 A I am.

9 Q If you look at the second to last paragraph
10 on that page that starts, the company also agreed --

11 Do you see that?

12 A Yes.

13 Q And if you look a few lines down, it's
14 talking about Mr. McAfee. Do you see that?

15 A Yes.

16 Q And then the last sentence, it says, he,
17 meaning Mr. McAfee, founded McAfee Associates in 1987,
18 which was acquired by Intel Corporation for \$7.6
19 billion in 2010.

20 Do you see that?

21 A Yes.

22 Q Did Sichenzia have any involvement with that
23 language in the 10-Q?

24 A I don't recall.

25 Q Did you personally?

1 A Well, I was part of Sichenzia, so, if I did,
2 I would've said yes. The answer is I don't recall.

3 Q Do you recall any discussion about that
4 language with Mr. Ladd or anyone at MGT?

5 A No.

6 Q As you sit here today, is that sentence
7 accurate?

8 A I have no idea --

9 Q Okay.

10 A -- as it requests -- are you asking me if
11 the company was acquired by Intel for \$7.6 billion?
12 Is that the --

13 (Simultaneous conversation.)

14 Q -- that question, Mr. Kaplowitz.

15 A What?

16 Q I'm sorry. I interrupted you.

17 A I said, are you asking me if Intel acquired
18 the company for \$7.6 billion?

19 Q Yes. As you sit here today, do you know
20 whether that's accurate or not?

21 A I do not.

22 Q Fine. Did you find out -- you said you
23 found out that the press release was inaccurate at
24 some point. Is that right?

25 A Right.

1 Q Was that -- did you find that out after the
2 issuance of this Form 10-Q?

3 A I believe so. I --

4 Q Did you do anything about that when you
5 found out that the press release was inaccurate? Did
6 you take any action? Did you have any discussions
7 about it?

8 A I don't recall.

9 Q Let me ask you to turn, Mr. Kaplowitz, to
10 Tab 26.

11 A Okay.

12 Q Tab 26 is a series of Forms 4 -- I'm
13 sorry -- was previously marked as Ladd Exhibit 16.
14 And I want to ask you to look at the third one. Let
15 me know when you have that in front of me [sic].

16 A I have it in front of me.

17 Q First of all, do you know what this form is,
18 a Form 4? Are you familiar with that?

19 A I think it has to do with acquisition or
20 disposition of securities.

21 Q Is this a type of document that Sichenzia
22 helped clients with prepare or file with the SEC?

23 A Sometimes.

24 Q And looking specifically at this Form 4 for
25 Mr. Ladd, was Sichenzia involved in any way with the